

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Related D.I. 1124, 1125**

**CERTIFICATE OF SERVICE**

I, Michael D. DeBaecke, hereby certify that on March 17, 2025, I caused one copy of the (i) *Second Monthly Fee Application of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director Michael J. Wartell, for the Period from January 1, 2025 through and including January 31, 2025*; and (ii) *First Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, for the Period from December 9, 2024 through and including January 31, 2025* (together, the “Interim Fee Applications”) to be served upon the following pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, ECF No. 353 (the “Interim Compensation Order”):

(i) (a) proposed lead counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Ave., New York, NY 10022, Attn: Joshua A Sussberg, Esq. ([joshua.sussberg@kirkland.com](mailto:joshua.sussberg@kirkland.com)), Nicole L.

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Greenblatt, Esq. ([Nicole.greenblatt@kirkland.com](mailto:Nicole.greenblatt@kirkland.com)), and Derek I. Hunter, Esq. ([derek.hunter@kirkland.com](mailto:derek.hunter@kirkland.com)), and (b) Delaware counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Edmon L. Morton, Esq. ([emorton@ycst.com](mailto:emorton@ycst.com)), Matthew B. Lunn, Esq. ([mlunn@ycst.com](mailto:mlunn@ycst.com)), and Allison S. Mielke, Esq. ([amielke@ycst.com](mailto:amielke@ycst.com)); (ii) counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, (a) 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899, Attn: Bradford J. Sandler, Esq. ([bsandler@pszjlaw.com](mailto:bsandler@pszjlaw.com)) and Colin R. Robinson, Esq. ([crobinson@pszjlaw.com](mailto:crobinson@pszjlaw.com)), and (b) 780 Third Avenue, 34th Floor, New York, NY 10017, Attn: Robert J. Feinstein, Esq. ([rfeinstein@pszjlaw.com](mailto:rfeinstein@pszjlaw.com)), Shirley S. Cho, Esq. ([scho@pszjlaw.com](mailto:scho@pszjlaw.com)), and Theodore S. Heckel, Esq. ([theckel@pszjlaw.com](mailto:theckel@pszjlaw.com)); (iii) the Office of the United States Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Timothy J. Fox, Esq. ([timothy.fox@usdoj.gov](mailto:timothy.fox@usdoj.gov)); (iv) counsel to the DIP Lenders and Ad Hoc Group of First Lien Lenders, (a) Paul Hastings LLP, 200 Park Avenue, New York, NY 10166, Attn: Jayme Goldstein, Esq. ([jaymegoldstein@paulhastings.com](mailto:jaymegoldstein@paulhastings.com)), Jeremy Evans, Esq. ([jeremyevans@paulhastings.com](mailto:jeremyevans@paulhastings.com)), and Isaac Sasson, Esq. ([isaacsasson@paulhastings.com](mailto:isaacsasson@paulhastings.com)), and (b) Landis Rath & Cobb LLP, 919 N. Market Street Suite 1800, Wilmington, DE 19317, Attn: Adam G. Landis, Esq. ([landis@lrclaw.com](mailto:landis@lrclaw.com)) and Matthew McGuire, Esq. ([m McGuire@lrclaw.com](mailto:m McGuire@lrclaw.com)); (v) counsel to the DIP Agent, (a) Seward & Kissel LLP, One Battery Park Plaza, New York, NY 10004, Attn: Gregg Bateman, Esq. ([bateman@sewkis.com](mailto:bateman@sewkis.com)), Sagar Patel, Esq. ([patel@sewkis.com](mailto:patel@sewkis.com)), and Michael Danenberg, Esq. ([danenberg@sewkis.com](mailto:danenberg@sewkis.com)); (vi) the Fee Examiner, Don F. Oliver, Direct Fee Review, LLC, 24A Trolley Square #1225, Wilmington, DE 19806 ([dfr.dfo@gmail.com](mailto:dfr.dfo@gmail.com) and [dfr.wjd@gmail.com](mailto:dfr.wjd@gmail.com)); (vii) counsel to the ABL Lenders, Latham & Watkins LLP, 1271 Avenue of the Americas, New York, NY 10020, Attn: Jennifer Ezring, Esq. ([Jennifer.Ezring@lw.com](mailto:Jennifer.Ezring@lw.com)), James Ktsanes, Esq. ([James.Ktsanes@lw.com](mailto:James.Ktsanes@lw.com)) and Andrew Sorkin, Esq. ([andrew.sorkin@lw.com](mailto:andrew.sorkin@lw.com)); and (viii) counsel to the Second Lien Term Loan Lenders, White & Case LLP, 200 S Biscayne Blvd, Miami, FL 33131, Attn: Thomas Lauria, Esq. ([tlauria@whitecase.com](mailto:tlauria@whitecase.com)), and 111 S. Wacker Dr., Suite 5100, Chicago, IL 60606, Attn: Bojan Guzina, Esq. ([bojan.guzina@whitecase.com](mailto:bojan.guzina@whitecase.com)).

Concurrently, I caused one copy of the notices of filing regarding the Interim Fee Applications to be served (i) via CM/ECF upon parties that have entered their appearance pursuant to Bankruptcy Rule 2002 and (ii) the parties on the attached service list via first class mail or electronic mail, where available.

Dated: March 18, 2025

/s/ Michael D. DeBaecke

Michael D. DeBaecke (Bar No. 3186)

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